

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A MEETING  
of  
THE BOARD OF DIRECTORS  
of  
STUDENTS FOR FAIR ADMISSIONS, INC.**

The undersigned, being and constituting all of the members of the Board of Directors of Students for Fair Admissions, Inc. (the "Corporation"), a Virginia nonstock corporation, for purposes of taking action in lieu of an organizational meeting of the Board of Directors of the Corporation, pursuant to Section 13.1-841 of the Virginia Nonstock Corporation Act, hereby adopt the following resolutions and waive all requirements of notice:

**Amendment of Bylaws**

WHEREAS, Section 7.05 of the Corporation's Bylaws provides that the Board of Directors may amend the Bylaws in whole or in part by a majority vote of the directors then in office;

WHEREAS, Article III of the Corporation's Bylaws provides that the Corporation shall have "Members" with rights, privileges, and obligations established by the Board of Directors, but shall not have voting rights and shall not be considered "members" within the meaning of the Act;

WHEREAS, the Corporation's Members presently number more than 20,000, and the Members have expressed a desire to participate directly in the leadership of the Corporation;

WHEREAS, the Board of Directors believes that Members should have a direct voice in the Corporation's decision-making, including the management and direction of ongoing litigation;

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation to amend the Bylaws to permit Members to directly elect a member of the Board of Directors;

WHEREAS, the Board of Directors has waived membership dues for Members since the Corporation's inception because it believed that doing so would encourage participation, aid membership recruitment, and ensure the success of the Corporation in its early stages;

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation to amend the Bylaws to clarify the dues requirements of Members;

WHEREAS, the Board of Directors has reviewed and considered the Amended Bylaws (Exhibit A) to effect such changes;

BE IT RESOLVED, that said Amended Bylaws are adopted in their entirety and a copy is ordered placed in the minute book of the Corporation.

EXHIBIT F

**CONFIDENTIAL**

**SFFA-UNC 0000052**

## **Establishment of Dues Policy for General Members**

WHEREAS, Section 3.02 of the Corporation's Bylaws provided that Members shall have the "rights, privileges, and obligations established by the Board of Directors;"

WHEREAS, Section 3.02 of the Amended Bylaws clarifies that General Members shall pay membership dues as may be prescribed by the Board of Directors;

WHEREAS, the Board of Directors has waived membership dues for General Members since the Corporation's inception because it believed that doing so would encourage participation, aid membership recruitment, and ensure the success of the Corporation in its early stages;

WHEREAS, the Corporation has been in existence for nearly one year and has experienced extraordinary membership growth;

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation to begin assessing membership dues upon the one-year anniversary of the Corporation's formation;

BE IT RESOLVED, that the Corporation shall continue to waive membership dues for individuals who become General Members prior to July 30, 2015; and

FURTHER RESOLVED, that the Corporation shall require individuals who become General Members on or after July 30, 2015 to pay a one-time assessment of \$10 as membership dues.

## **Adoption of Member-Elected Director Election Procedures**

WHEREAS, Article IV of the Amended Bylaws created a new directorship to be elected by the Corporation's General Members (the "Member-Elected Director");

WHEREAS, Section 4.04(b) of the Amended Bylaws provides that the Member-Elected Director shall be elected in conjunction with the annual meeting of the Board of Directors by an affirmative vote of a majority of the General Members;

WHEREAS, Section 4.04(b) of the Amended Bylaws further provides that the Board of Directors shall determine the time, method, manner, and eligibility of voting for the Member-Elected Director;

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to hold an election for the Member-Elected Director in conjunction with the Board of Directors' upcoming 2015 annual meeting;

WHEREAS, the Board of Directors has further determined that it is in the best interests of the Corporation to conduct the election in accordance with the attached "Procedures for Electing Member-Elected Directors" (Exhibit B);

BE IT RESOLVED, that the "Procedures for Electing Member-Elected Directors" are adopted in their entirety, and the first election for the Member-Elected Director shall be held in accordance with these procedures.

**Authorization and Ratification**

BE IT RESOLVED, that the officers of the Corporation are hereby authorized to do all things, take all actions, and to execute, deliver, and file all documents, in the name and on behalf of the Corporation, as may be determined by the officers to be necessary or appropriate to give effect to the foregoing resolutions and the matters contemplated thereby (the appropriateness of which shall be conclusively determined by the taking of such action); and

FURTHER RESOLVED, that any and all actions taken and documents executed by the officers of the Corporation in furtherance of the foregoing resolutions or the matters contemplated thereby are hereby ratified, confirmed, and approved in all respects.

\* \* \*

This action by unanimous written consent may be signed in any number of counterparts, all of which when taken together will constitute one and the same document.

Dated: June 19, 2015

[SIGNATURE PAGE FOLLOWS]